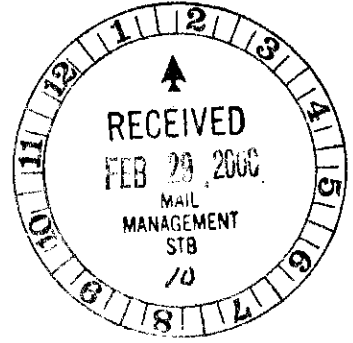




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February 28, 2000

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn: STB Ex Parte No. 582
1925 K Street, N. W.
Washington, D. C. 20423-0001

Re: STB Ex Parte No. 582

Dear Mr. Secretary:

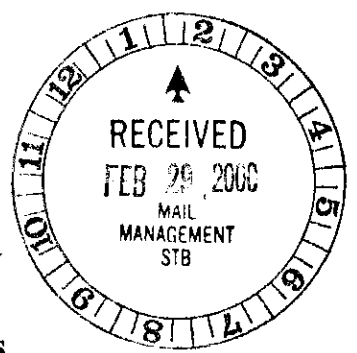
Please find attached an original and ten copies of the Statement by Donald C. McCrory on behalf of the Memphis and Shelby County Port Commission's International Port of Memphis re: STB Ex Parte No. 582. Also attached are an original and ten copies of the Summary of the Comments by Donald C. McCrory. Included with these items is an electronic copy of each paper document on a diskette.

Sincerely,

Gaye Davis
Office Manager

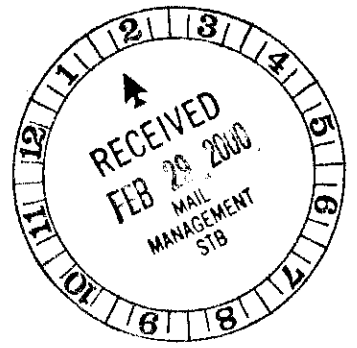
Attachment

**Summary of the Comments of Donald C. McCrory
on behalf of the Memphis and Shelby County
Port Commission's International Port of Memphis
re STB Ex Parte No. 582**



The Port of Memphis supports combination of the Burlington Northern/ Santa Fe and Canadian National Railroads to form a new company to be known as North American Railways.

**Statement by Donald C. McCrory
on behalf of the Memphis and Shelby County
Port Commission's International Port of Memphis
re STB Ex Parte No. 582**



Chairman Morgan and members of the Surface Transportation Board:

My name is Donald C. McCrory, and I am executive director of the International Port of Memphis. I appear before you today in support of the proposed combination of the Burlington Northern/ Santa Fe and Canadian National railroads.

The new company – to be known as North American Railways – should continue the high level of service which is helping catapult Memphis into a clear role as “North America’s Distribution Center.”

Representing the International Port of Memphis, I have seen substantial business development in the region the Port of Memphis serves as a result of the service provided by these and other railroads serving the Mid-South. Combined with the free-flowing Lower Mississippi River, five Class I railroads, the largest cargo handling airport in the world, and nearly 200 trucking firms, Memphis has long been known as “America’s Distribution Center.” This position was strengthened with the combining of the Illinois Central Railroad and the Canadian National, and we believe it can be further strengthened through the proposed new merger.

Memphis is blessed with incredible geography. We are the midpoint in the traffic corridor from Canada to Mexico through the United States. And, our regional shippers stand to benefit from the growth of the north-south trade corridor, as well as improving the connections of the east-west corridors from Canada.

I am confident that by combining the Burlington Northern/ Santa Fe and Canadian National that new business will be developed through better utilization of equipment and scheduling of service throughout the entire new system. This kind of growth will generate new jobs.

The combination will also reinforce transportation safety. These two railroads separately have demonstrated a high level of concern for safety throughout their systems, and we are confident they will do so if combined. From an operational standpoint, these railroads rank at the top of North America's railroads. Combining them should provide even greater strength in handling forest products, chemical and automotive transportation and an increase in the intermodal and coal business.

In my view, the combining of the Burlington Northern/ Santa Fe and the Canadian National will be good for the customers and businesses in the Memphis region and for the nation as a whole. Again, I want to say that on behalf of the Port of Memphis, I support the combining of these two railroads.

I appreciate the Surface Transportation Board giving me this opportunity to comment. Thank you.